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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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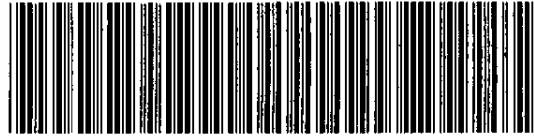
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2009 APR -6 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Payroll 1, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lisa Havlish

(Name of Person)

Payroll 1, Inc.

(Firm/Company)

34100 Woodward Avenue, Ste 250

(Address)

Birmingham, MI 48009

(City/State and Zip code)

For further information concerning this matter, please call:

Lisa Havlish

(Name of Person)

at (248) 430-2604

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Payroll 1, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Michigan

(State or country under the law of which it is incorporated)

3. 38-2667347

(FEI number, if applicable)

4. _____

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 2009

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 34100 Woodward Avenue, Ste 250, Birmingham, MI 48009

(Principal office address)

Same

(Current mailing address)

8. Sales of payroll processing and payroll tax filing services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name:

Keith Coltura

Office Address:

15320 Sonoma Dr. #303

Fort Myers

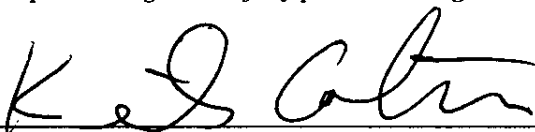
(City)

, Florida 33908

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Donald J. Dawson Jr.

Address: 34100 Woodward Ave, Ste 250
Birmingham, MI 48009

Director: Robert E. Heltzel Jr.
~~Vice Chairman:~~

Address: 31950 Meadowlark Way
Pepper Pike, OH 44124

Director: Elaine M. Kelly

Address: 34100 Woodward Ave, Ste 250
Birmingham, MI 48009

Director: Peter C. Hanley

Address: 34100 Woodward Ave, Ste 250
Birmingham, MI 48009

B. OFFICERS

President: Elaine M. Kelly

Address: 34100 Woodward Ave, Ste 250
Birmingham, MI 48009

Vice President: Elaine M. Kelly

Address: 34100 Woodward Ave, Ste 250
Birmingham, MI 48009

Secretary: J. Claibourne Kelly

Address: 34100 Woodward Ave, Ste 250, Birmingham, MI 48009

Treasurer: Elaine M. Kelly

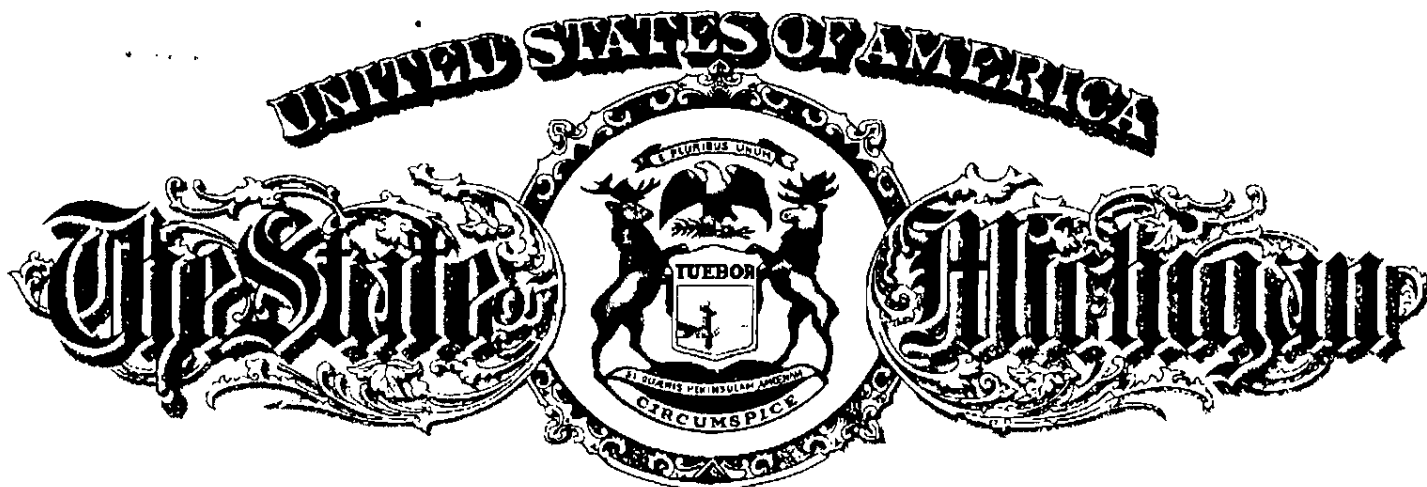
Address: 34100 Woodward Ave, Ste 250, Birmingham, MI 48009

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Elaine M. Kelly
(Signature of Director or Officer listed in number 12 of the application)

14. ELAINE M KELLY PRESIDENT - CEO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA



Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify That

PAYROLL 1, INC.

was validly incorporated on October 2, 1985, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 18th day of March, 2009.

Andrew S. Mitchell, Director

Bureau of Commercial Services